



LEAD SHEET

RECORDING REQUESTED BY
WHEN RECORDED MAIL TO

01 0973770

NAME BOLINE Beauty Corp.

RECORDED/FILED IN OFFICIAL RECORDS
RECORDER'S OFFICE
LOS ANGELES COUNTY
CALIFORNIA
4:21 PM JUN 05 2001

MAILING ADDRESS 3760 Wilcox AVE
SUITE 500

CITY, STATE ZIP CODE Long Beach, CA 90806

SPACE ABOVE THIS LINE FOR RECORDERS USE

TITLE(S)

MASTER COVENANT AND AGREEMENT

FEE

FEE \$19	D
DAF \$2	
C-20	5

D.T.T.

CODE
20

CODE
19

CODE
9

CODE
24

Assessor's Identification Number (AIN)

To Be Completed By Examiner OR Title Company In Black Ink

Number of Parcels Shown

THIS FORM IS NOT TO BE DUPLICATED

01 0973770

Recording requested by and mail to:

Name: Boeing Realty Corporation, Inc.
Address: 3760 Kilroy Airport Way, Suite 500
Long Beach, CA 90806

***** Space Above This Line for Recorder's Use *****

MASTER COVENANT AND AGREEMENT

The undersigned hereby certifies I am (we are) the owners of the hereinafter legally described real property located in the City of Los Angeles, County of Los Angeles, State of California (please give the legal description):

(See Attached Exhibits "A" & "B")

Site Address Southwest corner of Normandie Avenue & Francisco Street

That in consideration of the approval of Case No. Tract 52172 by the City Planning Department, I (we) do hereby promise, covenant and agree to and with the City of Los Angeles and the City Planning Department of said City that to the extent of our interest, I (we):

(See Attached Conditions Item "f")

This covenant and agreement shall run with the land and shall be binding upon any future owners, encumbrancers, their successors, heirs or assigns and shall continue in effect until the City Planning Department of the City of Los Angeles approves its termination.

Boeing Realty Corporation

(Print Name of Property Owner)

(Print Name of Property Owner)

Stephen J. Barker

(Signature of Property Owner)

STEPHEN J. BARKER

DIRECTOR-BUSINESS OPERATIONS

(Signature of Property Owner)

***** Space Below This Line for Recorder's Use *****

ALL-PURPOSE ACKNOWLEDGEMENT

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

On 05-21-01 before me, Dawn E. Shaver, Notary Public (name and title of officer), personally appeared Stephen J. Barker, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies); and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person acted.

WITNESS my hand and official seal.

Dawn E. Shaver

Notary Public Signature

(SEAL)



Case No. 52172

Condition No(s). 11f

Approved for recording by [Signature]

CP-6770 (6/30/94)

Date: 6/5/2001

JUN 05 2001

EXHIBIT "A"

Proposed Tract No. 52172

Portion of AKA ARB 7, Part of 3365.95 Acre allotted to SC 3284

Lots 1-12 of Tract No. 52172

Legal Description:

Being a portion of the 639.07 acres of the Rancho San Pedro allotted to Guadalupe Marcelina Dominguez in Superior Court Case No. 3284, County of Los Angeles and more particularly described as follows:

Commencing at the southerly terminus of that certain course shown as "N 00°03'37" W 1395.81", said course being the easterly line of Tract 52172-01 as filed in Map Book 1233, Pages 79 to 83, records of said county, said southerly terminus being a point on the northerly line of Knox Street (82.00 feet wide) and the True Point of Beginning; thence continuing South 00°03'37" East 1444.65 feet along the west line of the Pacific Electric Railway Company Right of Way to a point on the northerly line of Francisco Street (82.00 feet wide); thence leaving said west line South 87°14'08" West 190.21 feet; thence South 89°56'52" West 622.11 feet to a tangent curve, concave southeasterly, having a radius of 532.00 feet; thence southwesterly along said curve through a central angle of 24°24'44", an arc length of 226.67 feet; thence South 65°32'08" West 66.33 feet to a tangent curve, concave northeasterly, having a radius of 15.00 feet; thence northwesterly along said curve through a central angle of 90°00'00", an arc length of 23.56 feet; thence along the easterly line of Harborage Way, North 24°27'52" West 51.68 feet to a tangent curve, concave easterly, having a radius of 368.00 feet; thence northerly along said curve through a central angle of 24°23'26", an arc length of 156.66 feet; thence North 00°04'26" West 1228.72 feet to a tangent curve, concave southeasterly, having a radius of 15.00 feet; thence northeasterly along said curve through a central angle of 90°00'00", an arc length of 23.56 feet; thence North 00°04'26" West 64.00 feet to a tangent curve, concave northeasterly, having a radius of 15.00 feet; thence northwesterly along said curve through a central angle of 90°00'00", an arc length of 23.56 feet; thence North 00°04'26" West 450.82 feet; thence leaving said easterly line of Harborage Way North 89°55'34" East 324.09 feet; thence North 18°21'54" East 159.24 feet; thence North 89°55'34" East 469.03 feet; thence South 00°03'37" East 631.49 feet to a point on the north line of Knox Street, said point being a point on a curve, concave southerly, having a radius of 1232.00 feet; thence easterly along said curve through a central angle of 3°49'41", an arc length of 82.31 feet; thence North 84°55'16" East 214.38 feet; thence North 65°56'23" East 33.10 feet to the True Point of Beginning.

The hereinabove described parcel is shown on Exhibit "B" attached hereto and by this reference made a part hereof.

The hereinabove described parcel is further described as, and becomes, upon recordation, all of Tract 52172.

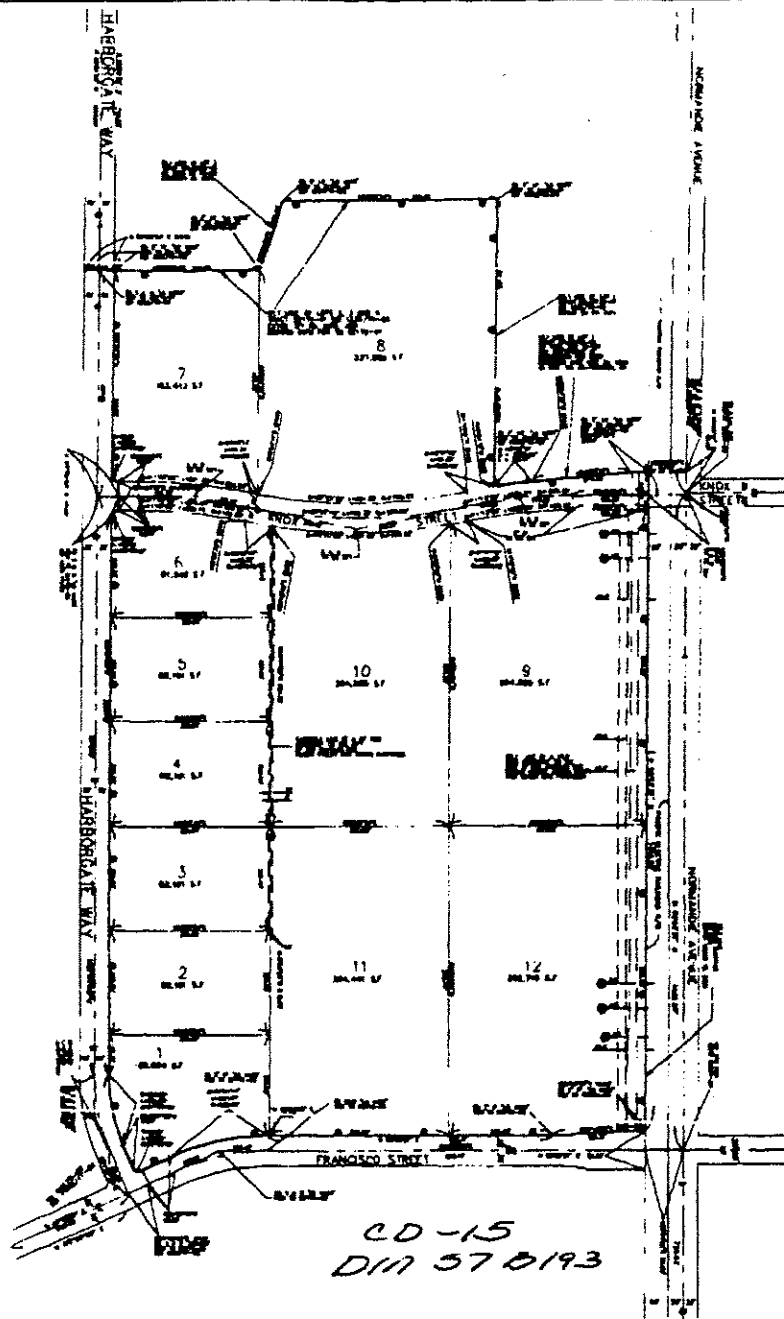
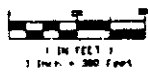
M:\Eng\Boeing\sp3289m\Legal.doc

Property description and
owner verification - OK

Date 6/5/01

Initials J.A.M.

(OK PROPOSED TR. 52172)



1 OF 1

EXHIBIT "B"

TRACT 52172

AT & ASSOCIATES INC.

701 PARKCENTER DRIVE, SANTA ANA, CALIFORNIA 92705

TEL (714) 560-8200

- ** Any individual lot in Map No. 52172-02 to 07 with Floor Area Ratio (FAR) averaging can go up to 3:1 FAR, but overall floor area within the subject site shall not exceed 2,517,700 square feet, subject to Conditional use approval for lot area averaging. Buildings in lots adjacent to single-family dwellings in the southwestern portion of the site shall have a 45-foot maximum building height.
- *** Includes up to 450,000 square feet of retail uses, including up to 30,000 square feet of restaurants. This first phase developments represent approximately 0.26:1 FAR.
- **** Includes 507,000 square feet of office uses, and approximately 2,010,700 square feet of industrial park uses. An average FAR for these remaining phases is 0.52:1.
- # An average FAR on the entire site is approximately 0.45:1.

- b A construction relations officer shall be established by the applicant to act as a liaison with neighbors and residents concerning on-site construction activity, including resolution of issues related to PM10 (fugitive dust) generation, and on-site construction activities. If noise levels from construction activity are found to exceed 75 dBA at the property line and construction equipment is left stationary and operating for more than one day, a temporary noise barrier shall be erected between the noise source and receptor. (MM)
- c All construction roads within the project site that have a traffic volume of more than 50 daily trips by construction equipment, or 150 total daily trips for all vehicles, shall be surfaced with base material or decomposed granite. (MM)
- d Traffic speeds during construction on all unpaved roads shall not exceed 15 mph. (MM)
- e On-site office/industrial park development shall provide preferential parking for high occupancy vehicles and alternative fuel vehicles, as well as other forms of parking management that would encourage higher vehicle occupancy rates. (MM)

11. f. Construct all exterior walls, floor-ceiling assemblies (unless within a unit) and windows having a line of sight (30 degrees as measured from the horizontal plane) of 190th Street, Normandie Avenue and Western Avenue with double-pane glass or an equivalent and in a manner to provide an airborne sound insulation system achieving a Sound Transmission Class of 50 (45 if field tested) as defined in UBC Standard No. 35-1, 1982 edition.